

RECORDATION NO. 25242-A FILED

OCT 25 '04

1-56 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 25, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Railcar Substitution, dated as of October 22, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement which was previously filed with the Board under Recordation Number 25242.

The name and address of the party to the enclosed document are:

Lessor: Fleet Capital Corporation
One Financial Plaza 5th Floor
Providence Rhode Island 02903

[Lessee: GATX Financial Corporation
4 Embarcadero Center, Suite 2200
San Francisco, California 94111]

Mr. Vernon A. Williams
October 25, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

1 railcar added: GGPX 001601.

1 railcar removed: GGPX 001521.

A short summary of the document to appear in the index is:

Notice of Railcar Substitution.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures



Fleet Capital Corporation

One Financial Plaza, 5th Floor
Providence, RI 02903

RECORDATION NO. 25242-A

FILED

OCT 25 '04

1-56 PM

SURFACE TRANSPORTATION BOARD

October 22, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Re: Recordation Number: 25242

Dear Mr. Williams:

With respect to the railroad equipment covered by the above-referenced recordation, we wish to advise that:

- (1) certain railcars have been removed from the transaction and have been replaced as set forth on Exhibit A.

Please file these changes under Recordation Number 25242.

Sincerely,

Patricia M. Smith-Disu

Patricia M. Smith-Disu
Vice President, Sr. Operations Manager

**STATE OF: RHODE ISLAND
COUNTY OF: PROVIDENCE**

On October 22, 2004 before me, Tina Costa personally appeared Patricia Smith-Disu personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: *Tina Costa*



Exhibit A

Substitutions for STB Filing --

CARS IN

Running #GGPX001601


CARS OUT

Running #GGPX001521

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: October ²⁵~~24~~, 2004



Robert W. Alvord